

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

**HASSAN AHMED'S MOTION TO DISMISS PLAINTIFF'S
AMENDED CONSOLIDATED CLASS ACTION COMPLAINT**

Defendant Hassan Ahmed moves, pursuant to Fed. R. Civ. P. 9(b) and 12(b)(6), for dismissal of plaintiff's Amended Consolidated Class Action Complaint as against him in its entirety and with prejudice. Plaintiff's Complaint fails to allege particularized facts concerning Mr. Ahmed's knowledge of or recklessness with respect to any fraud, which allegations are necessary to sustain claims under §10(b) and §20(a) of the Securities and Exchange Act of 1934, 15 U.S.C. §§78j(b) and 78t(a), and §11 and §12(a)(2) of the Securities Act of 1933, 15 U.S.C. §§77k and 77l(a)(2), respectively. The Complaint also fails to allege that any defendant was a seller under §12(a)(2).

The grounds for this Motion are further set forth in Mr. Ahmed's supporting Memorandum, filed herewith, and in Sonus Networks, Inc.'s Memorandum of Law in Support of its Motion to Dismiss the Amended Consolidated Class Action Complaint, also filed this day.

WHEREFORE, defendant Hassan Ahmed respectfully requests that the Court dismiss the Complaint in its entirety with prejudice as against him.

HASSAN M. AHMED,

By his attorneys,

/s/ Robert S. Frank, Jr.

Robert S. Frank, Jr. (BBO #177240)
John R. Baraniak, Jr. (BBO #552259)
Paul E. Bonanno (BBO #646838)
CHOATE, HALL & STEWART
Exchange Place
53 State Street
Boston, Massachusetts 02109
(617) 248-5000

Dated: January 28, 2005

3793805_1.DOC